

RECORDATION NO. 23204-SS FILED

ALVORD AND ALVORD
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DEC 07 '01 3-15 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 7, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease (Schedule No. 10), dated as of November 30, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement which was previously filed with the Board under Recordation Number 23204.

The names and addresses of the parties to the enclosed document are:

Lessor:	Allfirst Bank 25 South Charles Street Baltimore, MD 21201
Lessee:	Norfolk Southern Railway Company 3 Commercial Place Norfolk, VA 23510

A description of the railroad equipment covered by the enclosed document is:

2 locomotives NS 5525 and NS 5526

Mr. Vernon A. Williams
December 7, 2001
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease (Schedule No. 10) between Allfirst Bank,
Lessor and Norfolk Southern Railway Company, Lessee.

Also enclosed is a check in the amount of \$28.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'R. Alvord', written in dark ink.

Robert W. Alvord

RWA/anm
Enclosures

**MEMORANDUM OF LEASE
(Surface Transportation Board)**

THIS MEMORANDUM OF LEASE dated as of November 30, 2001 is between ALLFIRST BANK, a Maryland state chartered commercial bank (the "Lessor") and Norfolk Southern Railway Company, a Virginia Corporation (the "Lessee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Lessee has leased from Lessor certain locomotives identified on Schedule 1 attached hereto (the "Locomotives") under Equipment Schedule No. 10 to that certain Equipment Lease Agreement dated as of October 25, 2000 (hereinafter together as amended, modified, supplemented and or replaced from time to time as the "Lease").

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

ALLFIRST BANK

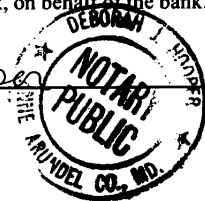
By: *Richard M. Folio*
Name: RICHARD M. FOLIO
Title: VICE PRESIDENT

STATE OF Maryland)
City of Baltimore) ss:
COUNTY OF Baltimore)

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the City of Baltimore this 28th day of November, 2001 by Richard M. Folio as Vice President of ALLFIRST BANK, a Maryland state-chartered commercial bank, on behalf of the bank.

Deborah J. Stoppel
Notary Public

My commission expires: 7/27/02



[Notarial Seal]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

NORFOLK SOUTHERN RAILWAY COMPANY

By: John P. Rathbone
Name: John P. Rathbone
Title: Sr. VP & Controller

STATE OF Virginia)
City) ss:
COUNTY OF Norfolk)

City The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the
Country of Norfolk this 29th day of November, 2001 by John P. Rathbone as
Sr. VP & Controller of NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia Corporation.

Andrea J. Kirby
Notary Public

My commission expires: MARCH 31, 2002

[Notarial Seal]

SCHEDULE 1

DESCRIPTION OF LOCOMOTIVES

MANUFACTURER	MODEL	TYPE	PRE-REFURBISH MENT ROAD NO.	SERIAL NO.	POST-REFURBISHMENT ROAD NO.
General Motors	GP38	2000 H.P., 4 axle, Locomotive	NS 2825	7307-03	NS 5525
General Motors	GP38	2000 H.P., 4 axle, Locomotive	NS 2875	5778-16	NS 5526